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Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Date: August 14, 2023

Case: Tehum 2004 Exams, In Re:

Planet Depos

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1 UNITED STATES BANKRUPTCY COURT

2 SOUTHERN DISTRICT OF TEXAS

3 HOUSTON DIVISION

4 - - - - - x

5 IN RE: :

6 TEHUM CARE SERVICES, INC. : Case No.

7 DEBTOR. : 23-90086 (CML)

8 : CHAPTER 11

9 - - - - - x

10
11 REMOTELY CONDUCTED VIDEOTAPED DEPOSITION OF

12 ISAAC LEFKOWITZ

13 AS CORPORATE DESIGNEE FOR PERIGROVE 1018, LLC

14 MONDAY, AUGUST 14, 2023

15 2:06 P.M. CST

16
17
18 JOB NO.: 503115

19 PAGES: 1 - 82

20 REPORTED BY: KARISA EKENSEAIR, CCR RMR

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1 DEPOSITION OF ISAAC LEFKOWITZ, CORPORATE
2 DESIGNEE, CONDUCTED VIA ZOOM VIDEOCONFERENCE.

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10 Pursuant to notice, before Karisa J.
11 Ekenseair, Certified Shorthand Reporter in and for
12 the States of Arkansas, Oklahoma, Missouri,
13 Tennessee, Georgia, Washington, and Illinois;
14 National Registered Professional Reporter,
15 National Registered Merit Reporter, Notary Public
16 in and for the State of Arkansas.
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ANN ARBOR, MICHIGAN 48103

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ALSO PRESENT:

MALCOLM COOKE, REMOTE TECHNICIAN

LAWRENCE WALLACE, VIDEOGRAPHER

14:03:01

14:03:01

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THE VIDEOGRAPHER: Here begins Media 14:05:43
Number 1 in the videotaped deposition of Isaac 14:05:45
Lefkowitz, designee in the matter of Tehum 2004 14:05:47
exams In Re: In the United States Bankruptcy Court 14:05:53
for the Southern District of Houston, Texas 14:05:56
Division, Case Number 32-90086 (CML). 14:06:00
Today's date is August 14, 2023, and the 14:06:08
time on the video monitor is 2:06 p.m. The 14:06:11
videographer today is Lawrence Wallace 14:06:19
representing Planet Depos. 14:06:21
This video deposition is taking place 14:06:23
remotely via Zoom. 14:06:24
Will counsel please voice-identify 14:06:27
themselves and state whom they represent beginning 14:06:29
with the taking attorney, please. 14:06:31
MR. HEMENWAY: Zach Hemenway with Stinson, 14:06:33
LLP for the Committee, and Anna Turner is here 14:06:35
with me as well. 14:06:38
MS. HAYWARD: Melissa Hayward, Hayward 14:06:40
PLLC here on behalf of Perigrove 1018, LLC, the 14:06:43
deponent. 14:06:47
MR. KAUFMAN: Aaron Kaufman from the law 14:06:47
firm Gray Reed for the debtor, Tehum Care 14:06:52
Services, Inc. 14:06:56

1	MR. CROSS: Ian Cross on behalf of	14:06:58
2	Kohchise Jackson, William Kelly, and Derico	14:06:59
3	Thompson. I will not be questioning the witness.	14:07:02
4	THE VIDEOGRAPHER: Is that everyone?	14:07:07
5	All right. The court reporter today is	14:07:09
6	Karisa Ekenseair representing Planet Depos.	14:07:12
7	Would the reporter please swear in the	14:07:15
8	witness?	14:07:18
9	ISAAC LEFKOWITZ	14:07:18
10	of lawful age, being first duly sworn, deposes and	14:07:18
11	says in reply to the questions propounded as	14:07:18
12	follows:	14:07:18
13	EXAMINATION	14:07:33
14	BY MR. HEMENWAY:	14:07:33
15	Q All right. So Mr. Lefkowitz, we're now	14:07:35
16	doing the corporate representative deposition of	14:07:41
17	Perigrove 1018, LLC.	14:07:45
18	What did you do to prepare for this	14:07:48
19	deposition?	14:07:50
20	A Discussed it with counsel.	14:07:50
21	Q Which counsel?	14:07:55
22	A Melissa Hayward.	14:07:59
23	Q No other counsel?	14:07:59
24	A No.	14:08:01
25	Q Did you review any documents?	14:08:07

1	A	I reviewed the discovery requests and the	14:08:09
2		deposition notice.	14:08:12
3	Q	Which discovery request are you referring	14:08:15
4		to?	14:08:17
5	A	2004 deposition notice.	14:08:19
6	Q	And you understood those topics and	14:08:21
7		definitions?	14:08:27
8	A	Yes.	14:08:27
9	Q	Okay. So let's start with the leadership	14:08:28
10		of Perigrove 1018, LLC.	14:08:37
11		Who is in charge of Perigrove 1018, LLC	14:08:41
12		dating back to November 2021? Who was in charge	14:08:46
13		at that time?	14:08:52
14	A	I am.	14:08:52
15	Q	You said you are. I asked about	14:08:52
16		December -- November 2021.	14:08:58
17		Is. Are you saying you work --	14:09:00
18	A	Whoa, whoa, whoa, whoa. You saying	14:09:02
19		December or November? You were saying both months	14:09:05
20		in one breath.	14:09:08
21	Q	Yeah. So let's start with November 2021,	14:09:10
22		which is the question you already answered.	14:09:13
23		Since --	14:09:15
24	A	No. I did not.	14:09:15
25	Q	Okay. We can start over.	14:09:17

1	A Please.	14:09:23
2	Q Who was in charge of Perigrove 1018, LLC	14:09:23
3	in November 2021?	14:09:27
4	A I was in charge in December.	14:09:29
5	Q Was anyone in charge in November?	14:09:33
6	A I don't know. I don't have that in front	14:09:37
7	of me.	14:09:39
8	Q Can you speak up, Mr. Lefkowitz?	14:09:40
9	A I don't know what happened in November. I	14:09:41
10	stepped in in December.	14:09:45
11	Q Okay. How did you end up stepping in?	14:09:46
12	A I was asked to be the director of the	14:09:51
13	company.	14:10:02
14	Q Who asked you?	14:10:03
15	A The general counsel, Zalman Schapiro.	14:10:04
16	Q And did you become an employee of	14:10:07
17	Perigrove 1018, LLC?	14:10:17
18	A No.	14:10:18
19	Q Were you offered compensation for becoming	14:10:18
20	a director of Perigrove 1018, LLC?	14:10:21
21	A No.	14:10:24
22	Q Okay. Has anyone else been in charge of	14:10:25
23	Perigrove 1018, LLC since November 2022 -- or	14:10:28
24	excuse me -- since December 2021, other than you?	14:10:31
25	A Not that I'm aware of.	14:10:37

1 Q Okay. And are you a director of 14:10:39
2 Perigrove, LLC as well? 14:10:54
3 MS. HAYWARD: Objection, form. Perigrove, 14:10:58
4 LLC is outside of the scope and we object to the 14:10:59
5 definitions of your exam -- notice of examination. 14:11:03
6 Q Are you a director of Perigrove, LLC, 14:11:07
7 Mr. Lefkowitz? 14:11:10
8 A Not here to testify on behalf of 14:11:13
9 Perigrove, LLC. 14:11:16
10 Q Are you an officer of Perigrove, LLC? 14:11:17
11 MS. HAYWARD: Objection. 14:11:20
12 A Not here to testify. 14:11:22
13 Q And are you a manager of Perigrove, LLC? 14:11:24
14 A Zach, I'm here as a corporate director for 14:11:31
15 Perigrove 1018, and we agreed in previous 14:11:35
16 depositions that you will identify Perigrove 1018 14:11:38
17 as 1018; Perigrove, LLC you'll identify as 14:11:42
18 Perigrove, LLC. So from here on, I will only 14:11:46
19 answer questions you identified 1018 so the record 14:11:49
20 doesn't get confused. 14:11:54
21 I'm here as a corporate director and 14:11:55
22 representative for 1018. Please pose your 14:11:59
23 question and you'll get your answer. 14:12:03
24 Q My question was: Are you a manager of 14:12:04
25 Perigrove, LLC? 14:12:08

1	MS. HAYWARD: Objection, form. Perigrove,	14:12:09
2	LLC is outside the scope of this 2004 exam.	14:12:11
3	MR. HEMENWAY: It's -- I mean, it's on the	14:12:16
4	topics we sent you.	14:12:18
5	MS. HAYWARD: No. It's not the topics we	14:12:19
6	agreed to, and I did not agree to that definition.	14:12:21
7	That's something the Committee changed before it	14:12:24
8	filed the notice. We object to the attempt to	14:12:26
9	encompass, you know, you, yours, or yours, or	14:12:30
10	Perigrove shall mean Perigrove 1018, LLC, and	14:12:35
11	Perigrove, LLC, any person operating as under the	14:12:39
12	name Perigrove, including all persons acting or	14:12:42
13	purporting to act on its behalf. We object to	14:12:46
14	that definition. And the witness, when asked	14:12:46
15	about Perigrove, shall understand that these	14:12:49
16	questions are with respect to Perigrove 1018, LLC.	14:12:51
17	MR. HEMENWAY: Yeah. And you're lodging	14:12:56
18	those objections now, correct?	14:12:58
19	MS. HAYWARD: Yes. Well, I have lodged	14:13:00
20	the objections prior to you serving the notice	14:13:02
21	too.	14:13:04
22	MR. HEMENWAY: In what -- in what way?	14:13:08
23	MS. HAYWARD: I'm sorry? You unilaterally	14:13:10
24	filed a notice of 2004 exam that did not	14:13:13
25	incorporate the revisions to which we agreed to	14:13:16

1 testify on scope. 14:13:19

2 MR. HEMENWAY: Okay. And that's what 14:13:21

3 you're -- your preferred scope is what you're 14:13:26

4 referring to when you say that you objected? 14:13:29

5 MS. HAYWARD: I'm saying this witness here 14:13:31

6 is appearing as a corporate representative of 14:13:33

7 Perigrove 1018, LLC, and he's answering questions 14:13:35

8 in that capacity. 14:13:41

9 MR. HEMENWAY: Okay. 14:13:43

10 BY MR. HEMENWAY: 14:13:43

11 Q How was Perigrove 1018 managed? 14:13:51

12 A What do you mean how it's managed? 14:13:56

13 Q Well, you said you're in charge of it. So 14:14:00

14 that's one part of it. 14:14:04

15 Do you have other advisors who you 14:14:07

16 interface with in making decisions for Perigrove 14:14:12

17 1018? 14:14:14

18 A 1018 was not making any decisions. 1018 14:14:16

19 doesn't -- doesn't have decisions to make that 14:14:20

20 they have a basis. 1018 -- you interrupt, then 14:14:23

21 I'm done. 14:14:31

22 Q You said Perigrove 1018 doesn't have 14:14:33

23 decisions to make. 14:14:35

24 Why not? 14:14:37

25 A What decisions does it have to make? 14:14:39

1	Q You're in charge of it. I'm asking you.	14:14:44
2	A I'm telling you that 1018 doesn't have	14:14:46
3	daily decisions to be made.	14:14:49
4	Q Does it have weekly or monthly decisions?	14:14:51
5	A No.	14:14:54
6	Q So there are no decisions to be made on	14:14:54
7	behalf of Perigrove 1018?	14:15:00
8	A I didn't -- I didn't say no. You said no.	14:15:03
9	I said there is no daily decisions to be made in	14:15:04
10	1018. Very rare that 1018 needs to make a	14:15:08
11	decision. Everything under 1018 runs under its	14:15:13
12	own.	14:15:18
13	Q And what's under 1018, Mr. Lefkowitz?	14:15:18
14	A Whatever 1018 owns.	14:15:25
15	Q Okay. Is YesCare under 1018?	14:15:42
16	A No.	14:15:44
17	Q Was Corizon, LLC under 1018?	14:15:44
18	A Not directly.	14:15:47
19	Q Was Corizon, LLC under 1018 indirectly?	14:15:50
20	A Yes.	14:15:55
21	Q Was Valitas Health Services, Inc. under	14:15:55
22	1018?	14:16:00
23	A Indirectly.	14:16:02
24	Q Was Corizon Health of New Jersey under	14:16:04
25	1018?	14:16:10

1 A Indirectly. 14:16:10

2 Q And do the entities that I described -- 14:16:11

3 let me rephrase. 14:16:20

4 Did the entities I described run on their 14:16:22

5 own? 14:16:25

6 A On their own. Correct, yes. 14:16:28

7 Q Okay. So Perigrove 1018 had no input in 14:16:30

8 decision-making for any of those entities? 14:16:36

9 A I didn't say it doesn't have input. I 14:16:40

10 said it doesn't have daily decisions to be made. 14:16:43

11 Q I see the distinction. Okay. 14:16:46

12 So did Perigrove 1018 have input on the 14:16:48

13 decisions that were made by those entities under 14:16:52

14 it? 14:16:54

15 A Only on the extreme occasions. 14:17:00

16 Q What were some of those? 14:17:04

17 A Like the subsidiary filing for bankruptcy. 14:17:08

18 Q What else? 14:17:14

19 A You can say what else and I'm going to 14:17:15

20 answer you. You asked me for one example and I 14:17:20

21 gave it for you. I'm not going to list more 14:17:22

22 examples. 14:17:25

23 Q Then transfers of funds exceeding a 14:17:26

24 million dollars? 14:17:29

25 A From where to where? 14:17:31

1	Q From one of the entities below 1018 to	14:17:33
2	anywhere?	14:17:39
3	A 1018 entities?	14:17:40
4	Q Yep.	14:17:42
5	A Each entity has its own books and records.	14:17:45
6	Q So the entities make their own decisions	14:17:50
7	on transferring money without input from the	14:17:52
8	Perigrove?	14:17:55
9	A Exactly. Perigrove you said or 1018?	14:17:55
10	Q 1018.	14:17:59
11	A Correct.	14:18:02
12	Q Sounds like that's an important	14:18:02
13	distinction.	14:18:06
14	A Yeah. Because you're mixing up entities.	14:18:07
15	Q So how did those entities come to be under	14:18:11
16	1018?	14:18:16
17	A How did it become? What does that mean?	14:18:22
18	Q You said that -- I named a number of	14:18:26
19	entities and you said that 1018 -- they were under	14:18:31
20	1018 directly or indirectly, correct?	14:18:36
21	A Yes.	14:18:39
22	Q How did that occur?	14:18:39
23	A Acquiring the equity position.	14:18:44
24	Q And when did that happen?	14:18:47
25	A December of '21.	14:18:48

1	Q Can you tell me how that came about?	14:18:52
2	A What do you mean? What came what about?	14:18:56
3	Q Were those entities up for sale? Did 1018	14:19:01
4	acquire them in bankruptcy. How did 1018 acquire	14:19:05
5	them?	14:19:08
6	A It was a commercial transaction.	14:19:08
7	Q And who negotiated the transaction on	14:19:13
8	behalf of 1018?	14:19:17
9	A I did.	14:19:19
10	Q And who were you acquiring the equity	14:19:21
11	from?	14:19:26
12	A Flacksgroup.	14:19:31
13	Q How did those conversations begin?	14:19:33
14	A I don't recall.	14:19:38
15	Q And 1018 acquired the equipment in those	14:19:39
16	entities?	14:19:49
17	A Correct.	14:19:49
18	Q All the equity?	14:19:49
19	A Yes.	14:19:54
20	Q And what was the purchase price?	14:19:54
21	A Purchase price of what?	14:19:59
22	Q Of the equity? What did -- what did	14:20:02
23	pair -- what did 1018 give in exchange for the	14:20:05
24	equity?	14:20:10
25	A It's a commercial transaction. I don't	14:20:11

1 have the transaction in front of me. 14:20:14

2 Q You don't know the terms of the 14:20:15

3 transaction? 14:20:18

4 A Well, they're a complicated transaction. 14:20:20

5 Q How much money did 1018 give the 14:20:23

6 Flacksgroup in the transaction? 14:20:31

7 A 1018 gave money to the -- to the 14:20:32

8 Flacksgroup. 14:20:38

9 Q Did 1018 take on obligations in return -- 14:20:38

10 A It was a very -- 14:20:47

11 Q -- for the equity? 14:20:49

12 A It was a very complex M&A. 14:20:49

13 Q So let's try to talk through some of it, 14:20:54

14 if we can. I understand that -- 14:20:59

15 A Sure. 14:21:02

16 Q -- equity went from Flacksgroup to 1018. 14:21:02

17 A Correct. 14:21:06

18 Q And when we talk about the equity, just so 14:21:06

19 that I'm not being a -- messy on the record when I 14:21:10

20 talk about the entities, the entities include 14:21:13

21 M2Holdco, M2Equityco, M2Loanco, Corizon Health, 14:21:19

22 Inc., Valitas Health Inc., And Corizon Health of 14:21:28

23 New Jersey; is that correct? 14:21:37

24 A So when I said it was a very complex 14:21:43

25 transaction, you kind of smirked. Now you're 14:21:46

1 listing, like, a dozen entities and you're asking 14:21:51
2 me if it's correct. 14:21:56

3 So the Flacksgroup who ultimately owned 14:21:57
4 and controlled the equity of these entities, sold 14:22:02
5 it and transferred it through a complex M&A to 14:22:05
6 1018. 14:22:11

7 This clear English, how it happened? 14:22:13

8 Q I'm not sure what the reference to my 14:22:18
9 facial expression was, but, yes, that's what I was 14:22:24
10 confirming. 14:22:27

11 I understand you to be saying they 14:22:27
12 transferred all that entity to 1018 -- all that 14:22:29
13 equity to 1018. 14:22:32

14 A You made a facial expression when I said 14:22:33
15 it was a complex -- a complex transaction, you 14:22:37
16 made a facial transaction [sic], like really? 14:22:40
17 Then you listed off a dozen companies. 14:22:41

18 And I reaffirm that it was a complex 14:22:43
19 transaction. Flacksgroup got their consideration 14:22:47
20 and 1018 took on their -- the control of the 14:22:52
21 equity. 14:22:57

22 Q And what was Flacksgroup's consideration? 14:22:58

23 A I just explained to you, it was a complex 14:23:01
24 transaction. 14:23:04

25 Q That -- what was the -- so the 14:23:06

1	consideration was not money. We've established	14:23:08
2	that.	14:23:10
3	What was the consideration?	14:23:10
4	A I didn't say --	14:23:12
5	MS. HAYWARD: Objection, form.	14:23:14
6	A I didn't say it was not money. You're	14:23:15
7	saying it was not money.	14:23:17
8	Q Okay. What was the consideration? What	14:23:18
9	did Flacksgroup receive?	14:23:21
10	A I said it was a complex M&A. It wasn't	14:23:23
11	just one element. It was multiple elements.	14:23:26
12	Q Tell me some of them.	14:23:29
13	A I don't have the documents in front of me.	14:23:32
14	You have those closing documents?	14:23:35
15	Q No.	14:23:43
16	A I have to pull up the closing documents	14:23:43
17	and research them.	14:23:45
18	Q Are you agreeing that -- will you agree to	14:23:48
19	produce the closing documents, Mr. Lefkowitz?	14:23:50
20	MS. HAYWARD: Objection. We're not going	14:23:53
21	to -- I'll discuss that with my client and get	14:23:53
22	back to you.	14:24:00
23	Q Mr. Lefkowitz, do you know what the	14:24:00
24	consideration was for the transaction?	14:24:03
25	A It was a complex transaction.	14:24:05

1	Q We've established that. What I'm saying	14:24:07
2	is: Do you know if money went from 1018 to	14:24:09
3	Flacksgroup in connection with this transaction?	14:24:14
4	A I said to you that in a complex	14:24:16
5	transaction, it's not just about money. Money was	14:24:20
6	involved, but it's not just about money. It's	14:24:22
7	about the complexity of the transfer and the	14:24:25
8	transaction, so --	14:24:30
9	Q So the --	14:24:32
10	A -- a -- okay. Go ahead.	14:24:33
11	Q Is the transaction --	14:24:37
12	A You don't -- you know the rule once you	14:24:37
13	interrupt, the answer is over. So go ahead, next	14:24:40
14	question.	14:24:43
15	Q Is the transaction so complex that you	14:24:43
16	can't even describe the consideration aside from	14:24:47
17	money?	14:24:48
18	A I didn't say that I can't describe it. I	14:24:50
19	said it's a complex transaction with a lot of	14:24:54
20	documents, a lot of negotiation with a troubled	14:24:56
21	company, companies, like a dozen that you just	14:25:00
22	rattled off; and two, I'm not that into -- 1018	14:25:03
23	made a deal with the Flacksgroup to undertake and	14:25:12
24	to acquire, to consider to Flacksgroup. It wasn't	14:25:17
25	just money.	14:25:22

1 You're asking me to describe to 14:25:23
2 transaction, I can't describe it other than being 14:25:25
3 a complex M&A. 14:25:28
4 Q So you can't tell me what the Flacksgroup 14:25:30
5 received other than money for giving up -- giving 14:25:35
6 1018 all the equity in those companies? 14:25:36
7 A Not without the documents in front of us. 14:25:39
8 Q Do you have the documents accessible to 14:25:42
9 you? 14:25:47
10 MS. HAYWARD: Objection, form. We're not 14:25:47
11 doing that today. 14:25:48
12 Q Mr. Lefkowitz, do you have the closing 14:25:52
13 documents? 14:25:54
14 A Not in front of me. I have in front of me 14:25:55
15 Zoom. That's all I got. 14:25:59
16 Q Sure. Do you know how much money the 14:26:00
17 Flacksgroup received from 1018? 14:26:09
18 A Question was asked and answered. 14:26:13
19 Q No, it wasn't. 14:26:17
20 Do you know how much? 14:26:18
21 MS. HAYWARD: Objection, form. How is 14:26:21
22 this relevant in any way to the debtor? 14:26:21
23 MR. HEMENWAY: The acquisition of or 14:26:25
24 interest in the PharmaCorr entities, the merger 14:26:26
25 parties, or the debtor, and the circumstances 14:26:28

1 surrounding such acquisition. 14:26:31

2 MS. HAYWARD: And I'm asking how is what 14:26:33

3 the Flacksgroup got as part of a deal relevant at 14:26:35

4 all to the debtor or the debtor's estate? 14:26:38

5 MR. HEMENWAY: The -- a relevancy 14:26:41

6 objection to the topics you're making live in a 14:26:42

7 deposition is not a valid objection. 14:26:44

8 MS. HAYWARD: Again, you've served this 14:26:48

9 prior to the 14-day deadline to object. We are 14:26:50

10 appearing here. However, I am going to make my 14:26:55

11 objections on the record. And to the extent you 14:26:59

12 believe you need a 2004 exam after this because we 14:27:00

13 can't agree on a scope of the topics, you have 14:27:04

14 reserved your right to do that. 14:27:07

15 But this witness is here by agreement 14:27:09

16 between the parties. And I am asking you, to the 14:27:10

17 extent you want to get into consideration paid to 14:27:13

18 the Flacksgroup to explain to me how that issue is 14:27:15

19 relevant to the debtor, its assets, its 14:27:19

20 liabilities, or its estate. 14:27:22

21 MR. HEMENWAY: So the circumstances by 14:27:24

22 which the debtor was acquired and the terms of 14:27:28

23 that transaction are relevant to a number of 14:27:31

24 considerations on the divisional merger, including 14:27:35

25 but not limited to the debt instruments that were 14:27:39

1 acquired in that transaction. 14:27:42

2 BY MR. HEMENWAY: 14:27:44

3 Q Mr. Lefkowitz, can you tell us any 14:27:44

4 category of consideration other than the amount of 14:27:49

5 money that you have referenced that was provided 14:27:54

6 to the Flacksgroup as consideration? 14:27:58

7 A Question was asked and answered, that it 14:28:02

8 was a complex merger and acquisition that was 14:28:05

9 negotiated fully by the parties represented by 14:28:09

10 counsel and was fully documented. I don't have 14:28:11

11 the information in front of me -- 14:28:17

12 Q Who was -- 14:28:19

13 A -- to make -- 14:28:20

14 Q -- Perigrove -- 14:28:21

15 A Well, one second. Are you done with the 14:28:22

16 answer, or you don't want to hear the rest of it? 14:28:26

17 Q You can answer however you want. 14:28:32

18 A You have -- you have a habit of 14:28:33

19 interrupting your witness. So go ahead, 14:28:37

20 answer -- ask your next question. 14:28:39

21 Q You said the parties are represented by 14:28:42

22 counsel. 14:28:44

23 Who represented 1018? 14:28:44

24 A I don't have that information in front of 14:28:46

25 me. 14:28:48

1	Q Who represented Flacksgroup?	14:28:48
2	A I don't have that information in front of	14:28:50
3	me.	14:28:52
4	Q All right. What was the financial	14:28:52
5	condition of the entities whose equity 1018	14:29:02
6	acquired at the time of the transaction?	14:29:07
7	A Stress.	14:29:12
8	Q Were they contemplating filing for	14:29:15
9	bankruptcy protection at the time of the	14:29:19
10	transaction?	14:29:20
11	A Yes.	14:29:22
12	Q Was there a proposal that such filing	14:29:22
13	would occur immediately after 1018 acquired them?	14:29:37
14	A There was no such proposal. They	14:29:44
15	were -- they had a proposal of their own, but it	14:29:46
16	wasn't a proposal of thereafter.	14:29:48
17	Q What was their proposal?	14:29:52
18	A Previous ownership and previous management	14:29:56
19	were at the brink of bankruptcy. They had a	14:30:03
20	proposal of they've had their bankruptcy counsel	14:30:06
21	and they had bankruptcy consultant. And everyone	14:30:08
22	tell them that they have no way of survival other	14:30:12
23	than filing for bankruptcy.	14:30:16
24	Q So if they were planning to file for	14:30:20
25	bankruptcy, what was -- what was the purpose of	14:30:22

1	equity investment?	14:30:27
2	A Not to file for bankruptcy and to pay off	14:30:31
3	its creditors.	14:30:34
4	MR. HEMENWAY: Okay. Let's go ahead and	14:30:35
5	pull up our exhibit. Are we on Exhibit 1 for	14:30:38
6	this?	14:30:40
7	MS. HAYWARD: I think so.	14:30:41
8	REMOTE TECHNICIAN: Yes. There's been no	14:30:41
9	exhibits marked in this deposition yet.	14:30:44
10	MR. HEMENWAY: Malcolm, let's pull up	14:30:45
11	Debtor 299893.	14:30:49
12	REMOTE TECHNICIAN: All right. I have	14:30:51
13	that. Stand by.	14:30:52
14	(Exhibit 1 marked for identification.)	14:30:54
15	BY MR. HEMENWAY:	14:31:33
16	Q Okay. Mr. Lefkowitz, are you familiar	14:31:33
17	with this e-mail?	14:31:35
18	A No.	14:31:38
19	Q So this is December 1st, 2021. Is that	14:31:39
20	prior to you -- I think we said just December	14:31:48
21	earlier.	14:31:51
22	Is that prior to the 1018 acquisition?	14:31:53
23	A I don't know the exact date of the 1018	14:31:56
24	acquisition. Sorry.	14:32:00
25	Q Okay. Fair enough. And we see there's a	14:32:01

1 term sheet attached and there are, in addition to 14:32:08
2 yourself, a number -- 14:32:13
3 A What's the source -- what's the source of 14:32:16
4 this document? 14:32:18
5 Q I'll let your counsel answer those. 14:32:19
6 A No. 14:32:19
7 Q We don't need to get into document details 14:32:21
8 anymore. 14:32:23
9 A I'm asking you. What is the source of 14:32:23
10 this document? This -- 14:32:27
11 Q Right there at the top of the page, 14:32:27
12 Mr. Lefkowitz, it says Debtor299893. 14:32:28
13 MS. HAYWARD: I'm sorry, we can't see 14:32:33
14 that, so can you zoom out? 14:32:35
15 MR. HEMENWAY: Oh, I -- I thought we were 14:32:36
16 all looking at the same thing. I'll scroll down. 14:32:39
17 MS. HAYWARD: Okay. Thank you. 14:32:43
18 MR. HEMENWAY: Okay. 14:32:43
19 THE WITNESS: Sure. 14:32:47
20 BY MR. HEMENWAY: 14:32:47
21 Q And just for -- to avoid any future 14:32:48
22 confusion, I'm reading out the Bates numbers to 14:32:51
23 the -- to the Planet Depos host. And when I said 14:32:56
24 Debtor and the series of numbers, that's a 14:33:00
25 document produced by the debtor. 14:33:02

1 So this is addressed to you and Abe 14:33:08
2 Goldberger and David Gefner at Perigrove. And I'm 14:33:14
3 just using Perigrove in general because it's a 14:33:19
4 Perigrove domain. 14:33:23
5 A And you don't want to tell -- you don't 14:33:25
6 want to tell me the source of this document? 14:33:28
7 Q I've told you the source multiple times. 14:33:30
8 It was produced by the debtor. 14:33:32
9 A Okay. 14:33:34
10 Q Could you -- could you explain to me what 14:33:36
11 the significance of the source of the document is? 14:33:38
12 It might help ask these further questions and deal 14:33:41
13 with further exhibits. 14:33:44
14 A To know if it's a fabricated document or a 14:33:47
15 legitimate document. 14:33:50
16 Q Well, you are -- 14:33:51
17 A You -- you accused my counsel before for 14:33:54
18 making false statements, and I'll accuse you for 14:33:59
19 producing fabricated documents unless they are 14:34:02
20 legitimate. So go ahead. 14:34:05
21 Q So you're the -- 14:34:06
22 A You're saying it's a legitimate -- you're 14:34:07
23 saying it's a legitimate document -- you're saying 14:34:10
24 a legitimate document that you got from the 14:34:10
25 debtor, then I will respect it and I will respond. 14:34:11

1 Q Well let, me just state for the record: 14:34:15

2 You have been the corporate representative of the 14:34:17

3 debtor and so these are documents received from 14:34:20

4 the debtor that are Bates produced. So if you're 14:34:22

5 saying that they're fabricated, you're essentially 14:34:25

6 accusing -- 14:34:29

7 A That's not -- 14:34:30

8 MS. HAYWARD: I don't think that's what -- 14:34:30

9 THE WITNESS: That's not what I said. 14:34:31

10 That's not what I said. 14:34:31

11 The debtor produced, and me as a director 14:34:33

12 of the debtor, produced hundreds and hundreds of 14:34:36

13 thousands of documents. Before you posted this 14:34:38

14 document on my screen, there was no Bates stamp. 14:34:43

15 Still now on the screen it's not a Bates stamp, 14:34:47

16 but you're saying that you received it from the 14:34:51

17 debtor. Right now you are showing the Bates 14:34:53

18 stamp. 14:34:55

19 So what I said is, unless you give me the 14:34:56

20 source of the document, I'm not sure the 14:34:59

21 legitimacy of the document. But now that you said 14:35:00

22 that you got it from the debtor, I trust you and 14:35:04

23 I'm ready to respond to it. 14:35:06

24 Q Great. I appreciate your trust. 14:35:09

25 So this is -- contains a term sheet and 14:35:11

1 we're saying that by the attachment. I'll show 14:35:17
2 you the attachment. I'm just going through the 14:35:20
3 document to make sure we're all on the same page. 14:35:22
4 And it is sent to you, David Gefner, and 14:35:24
5 Abe Goldberger at Perigrove domains. 14:35:28
6 Were Mr. Gefner and Mr. Goldberger 14:35:32
7 involved in the 1018 acquisition? 14:35:34
8 A Yes. 14:35:40
9 Q And what was their role in that 14:35:42
10 acquisition, their respective role? 14:35:45
11 A I don't know their role. 14:35:48
12 Q And I -- I apologize, I was talking over 14:35:52
13 you trying to clarify my question because it was a 14:35:55
14 bad question. 14:35:57
15 A That's okay. That's just been a habit of 14:35:57
16 you. 14:36:02
17 So why don't I tell you about this 14:36:02
18 document the way I read it. This is a document 14:36:04
19 from Charles Gassenheimer who is known to have 14:36:06
20 verbal diarrhea when he writes. So he was writing 14:36:08
21 something here to all these folks. I don't know 14:36:12
22 if it was either received or communicated with, 14:36:14
23 but I -- I remember this far, he was just writing. 14:36:19
24 So what did he write in here: Abe and 14:36:22
25 Isaac and team, please be introduced to senior 14:36:25

1 management of Corizon. This is on December 1st. 14:36:26

2 I understand 11:45 a.m. Eastern is a good 14:36:30

3 for a kickoff call. Please stand by for Teams 14:36:34

4 invitation from Corizon. I've endeavored to work 14:36:38

5 through initial set of numbers for the Corizon 14:36:40

6 management as well as ankura are restructuring 14:36:43

7 professionals. Please find enclosed a strawman 14:36:48

8 that will hopefully helpful crystalize our 14:36:50

9 conversations on getting the cash requirements 14:36:53

10 around restructuring of Corizon. You will see 14:36:55

11 that we're separately added the funding needs for 14:36:58

12 PharmaCorr that are hopefully consistent with our 14:37:01

13 discussions yesterday. The two bracket items, one 14:37:05

14 is the amount funding needed post-filing of CZ, 14:37:06

15 probably Corizon. That largely depends on key 14:37:11

16 assumptions that together we make on the business 14:37:14

17 plan. Therefore, this is an invitation to begin 14:37:17

18 those conversations. The second is the amount 14:37:21

19 being paid to Flacks. While this has been agreed 14:37:24

20 between the principals, yourselves and Michael, 14:37:28

21 Michael hasn't provided approval to disclosure 14:37:30

22 that amount to CZ management at this time. 14:37:34

23 Regards, Charles. Sent from my iPhone. 14:37:38

24 What is your question about this document? 14:37:40

25 Q So my question was: What role did Abe 14:37:43

1 Goldberger play in the 1018 acquisition of the 14:37:52
2 equity? 14:37:57
3 A I don't recall. 14:37:58
4 Q What role did David Gefner play in the 14:38:00
5 1018 acquisition of the equity? 14:38:03
6 A I don't recall, if any. 14:38:06
7 Q Okay. Is Joel Eizikowits someone that was 14:38:08
8 involved in 1018's acquisition of the equity? 14:38:16
9 A No clue. 14:38:20
10 Q I couldn't understand that, Mr. Lefkowitz. 14:38:21
11 A I have no clue. 14:38:24
12 Q Okay. Do you know who Joel Eizikowits is? 14:38:26
13 A No. 14:38:30
14 Q Okay. And the last paragraph, they say, 14:38:30
15 the amount being paid Flacks has been agreed 14:38:38
16 between the principals, yourselves, and Michael. 14:38:41
17 Is that referencing an agreement between 14:38:44
18 1018 and Michael Flacks, as to the amount being 14:38:50
19 paid to him? 14:38:55
20 A I don't see one word 1018 on this 14:38:57
21 document. So what are you taking 1018 from? 14:39:00
22 Q I'm asking. If it -- if it's not 1018 -- 14:39:03
23 A You asked something about 1018. I'm 14:39:10
24 reading the document. I don't see a word of 1018 14:39:12
25 here. 14:39:16

1 Q So it says, While this has been agreed 14:39:16
2 between the principals, yourself, and Michael. 14:39:19

3 A I have no idea what he's referring to 14:39:21
4 here. 14:39:23

5 Q Well, it said -- 14:39:23

6 A Does it say anything here about the 14:39:24
7 acquisition of -- of the equity. It says -- it's 14:39:26
8 referencing to something. I have no clue what 14:39:30
9 he's referencing it to. 14:39:32

10 Q Well, it's referencing an amount being 14:39:35
11 paid to Flacks. 14:39:38

12 Did you and Mr. Goldberger -- 14:39:39

13 A Might amount -- amount being played to 14:39:43
14 Flacks for a boat, for a plane, for equity, for 14:39:44
15 what. 14:39:47

16 Q Did you and Mr. Goldberger buy a plane 14:39:48
17 from Michael Flacks? 14:39:52

18 A I have no idea what this is referring to, 14:39:52
19 but we have been negotiating other matters with 14:39:54
20 the Flacks other than Corizon, so yes. 14:39:56

21 Q So is there a reason why Michael Flacks 14:40:00
22 would not -- would need to provide approval for 14:40:10
23 you to disclose the amount you were offering to 14:40:14
24 something else to Corizon management? 14:40:17

25 MS. HAYWARD: Objection. 14:40:20

1	A I have no idea -- I have no idea what this	14:40:20
2	document is. I'm not the author of this document.	14:40:22
3	I don't know if I ever received or read this	14:40:24
4	document. I believe I'm reading this document for	14:40:27
5	the very first time, which is okay.	14:40:29
6	Q Okay.	14:40:31
7	A I have no idea what this document is	14:40:31
8	referring to.	14:40:33
9	Q All right. So let's go to the attachment.	14:40:33
10	MR. HEMENWAY: Malcolm, it should be just	14:40:40
11	the next Bates number. All right. Stand by.	14:40:42
12	REMOTE TECHNICIAN: And just to comment,	14:40:57
13	Counsel, it looks like we may have lost the	14:40:59
14	witness' video again. Just wanted to make you	14:41:01
15	aware of that.	14:41:04
16	MR. HEMENWAY: Yeah. I was looking at	14:41:05
17	these documents. I hadn't realized.	14:41:06
18	Mr. Lefkowitz, can you log out and log	14:41:09
19	back in?	14:41:12
20	THE WITNESS: Yes.	14:41:14
21	MR. HEMENWAY: Just one second. I hear	14:41:14
22	your phone ringing. Is this a good time for a	14:41:16
23	break?	14:41:19
24	THE WITNESS: Nothing is more important	14:41:19
25	than this deposition.	14:41:21

1	MR. HEMENWAY: Appreciate that.	14:41:22
2	THE WITNESS: So I'm leaving the meeting	14:41:24
3	and I'm coming back in.	14:41:25
4	MR. HEMENWAY: All right we see you now.	14:42:08
5	BY MR. HEMENWAY:	14:42:09
6	Q Mr. Lefkowitz, I'll point out in the	14:42:09
7	bottom corner of this is a debtor Bates number and	14:42:11
8	it's the next consecutive number to the document	14:42:14
9	we just looked at that was attached to the e-mail.	14:42:17
10	(Exhibit 2 marked for identification.)	14:42:21
11	A Correct.	14:42:21
12	Q So I'm just going to very briefly go back	14:42:21
13	to that document so you can see there was an	14:42:28
14	attachment there, Corizon term sheet.	14:42:30
15	This is the attachment.	14:42:33
16	A Okay.	14:42:39
17	Q And I just want to scroll down and ask you	14:42:39
18	about this section right here.	14:42:42
19	So the term sheet that was sent by	14:42:52
20	Mr. Gassenheimer contemplates a Chapter 11 filing	14:42:56
21	on December 20th up here. And then --	14:43:01
22	A Could you scroll up to the first sheet?	14:43:06
23	Q Sure.	14:43:10
24	A And what does it say on the top, the very	14:43:10
25	first line in.	14:43:12

1 Q It says Non-Binding Term Sheet. 14:43:13

2 A Above that. 14:43:16

3 Q Oh, A&P Draft. 14:43:18

4 A I have no idea what A&P is, but I do know 14:43:21

5 what draft is. I have no idea what this term 14:43:25

6 sheet is about, but I do know what non-binding 14:43:28

7 is. I have no idea about this document and I will 14:43:31

8 not testify to any of the contents of this 14:43:32

9 document. You're wasting your time. I have no 14:43:34

10 clue what this document -- what this draft is and 14:43:38

11 what this non-binding agreement is. 14:43:39

12 Q Okay. So down here where it says roll-up, 14:43:42

13 it says around December 20th, DHS and certain 14:43:52

14 subsidiaries shall initiate a Chapter 11 case in 14:43:53

15 bankruptcy court in Delaware. 14:43:55

16 Do you see that? 14:43:57

17 A Yes. 14:43:59

18 Q And then in the next section, it 14:43:59

19 contemplates a DIP facility. 14:44:05

20 Do you know what DIP stands for in the 14:44:12

21 context of bankruptcy? 14:44:15

22 A Yes, I do. 14:44:16

23 Q And what does it stand for, Mr. Lefkowitz? 14:44:18

24 A Debtor in possession. 14:44:24

25 Q And eventually, when Corizon eventually 14:44:25

1 filed for bankruptcy, there was a debtor in 14:44:34

2 possession on the loan, wasn't there? 14:44:36

3 A What does that have to do with the price 14:44:40

4 of tea in China? Why did you just jump away from 14:44:43

5 this document? 14:44:50

6 Q I just asked a question, Mr. Lefkowitz. 14:44:51

7 You can answer it or choose not to. 14:44:53

8 A You refuse to stay on course. You opened 14:44:55

9 up a draft document of a non-binding document that 14:44:58

10 Mr. Gassenheimer sent to multiple parties and 14:45:03

11 you're asking me to testify on this document. I 14:45:06

12 told you that I've never read this document, I 14:45:08

13 have no idea about this document. It's a 14:45:13

14 meaningless piece of an exhibit that's in front of 14:45:14

15 me. 14:45:17

16 You want to continue, I can read the 14:45:18

17 entire document. And I read English well and I 14:45:20

18 understand the definition of every word in this 14:45:24

19 document. But I have zero knowledge about this 14:45:27

20 document. 14:45:32

21 Q So in the second part of the table, it 14:45:32

22 says, Buyer shall provide senior secured loans, 14:45:34

23 and it lists out loan to Corizon Health in an 14:45:38

24 amount, and it has 7 million filled in, references 14:45:43

25 a PharmaCorr prepetition loan. 14:45:46

1 You can see that -- 14:45:48

2 A Mr. Hemenway, every single person on this 14:45:51

3 Zoom except for Mr. Cross is getting paid from the 14:45:57

4 debtor. You are draining huge amounts of legal 14:46:00

5 fees from the debtor by going through a document 14:46:06

6 that I told you that I have zero knowledge of this 14:46:09

7 information of this document. Not some knowledge, 14:46:13

8 zero knowledge. 14:46:16

9 Why do you continue to interrogate a draft 14:46:18

10 non-binding executed term sheet where the words 14:46:23

11 Perigrove 1018 is not listed on this document? I 14:46:32

12 I'm here as a corporate representative of 14:46:35

13 Perigrove 1018, and you're constantly deviating to 14:46:38

14 other areas where I have zero knowledge. 14:46:41

15 Q Thank you, Mr. Lefkowitz. 14:46:48

16 So let's go back to the term sheet that 14:46:51

17 was sent to 1018 three days before the transaction 14:46:53

18 where they acquired the equity -- 14:46:56

19 MS. HAYWARD: Objection, form. 14:46:58

20 Q Do you see that this contemplated a loan 14:47:00

21 right here and right here? 14:47:03

22 When 1018 acquire the equity did it 14:47:09

23 provide a loan? 14:47:13

24 A To any of -- 14:47:16

25 MS. HAYWARD: Objection, form. 14:47:17

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1	Q What's Perigrove 1018's domain?	14:48:30
2	A Does not have a domain.	14:48:32
3	Q Okay. So this e-mail was sent to	14:48:35
4	Mr. Goldberger, Mr. Gefner, and you days before	14:48:41
5	1018 acquired the equity, but it wasn't sent to	14:48:45
6	1018 according to you, correct?	14:48:49
7	A Probably before 1018 became in existence.	14:48:51
8	What's the date that 1018 became in existence?	14:48:56
9	Q I don't have that in front of me. So --	14:48:58
10	A But you don't have that in front of you,	14:48:59
11	but you have that information.	14:49:02
12	Q Did 1018 provide a loan to --	14:49:03
13	A I'm asking -- I'm asking -- I'm asking you	14:49:07
14	a question.	14:49:08
15	When did 1018 become in existence? If	14:49:09
16	1018 was not in existence on December 1st, why are	14:49:12
17	you asking 1018 about a document that's dated	14:49:17
18	December 1st?	14:49:21
19	Q Mr. Lefkowitz, I'm conducting a	14:49:21
20	deposition. You can ask me questions. I'm happy	14:49:24
21	to stay on the line --	14:49:25
22	A And I'm making sure -- and I'm making sure	14:49:29
23	the deposition that I'm here for is clear and	14:49:30
24	accurate and it's not being warped by your	14:49:32
25	questioning.	14:49:36

1 December 1st, 2021, an e-mail from a 14:49:37
2 Charles Gassenheimer to a bunch of people, to a 14:49:41
3 group of people and the debtor produced it as part 14:49:45
4 of a production of documents does not mean that 14:49:48
5 Perigrove 1018 was even in existence December 1st, 14:49:51
6 '21. Does not mean that Perigrove 1018 even knew 14:49:56
7 about this document. So you need to move on or 14:49:59
8 something, that we don't have in our possession. 14:50:04
9 Q I'm really trying hard to. 14:50:05
10 A You're not. You're trying to create a 14:50:09
11 false record. 14:50:12
12 Q Okay. So I'm going to ask this question 14:50:14
13 again. 14:50:19
14 Did Perigrove 1018 provide a loan to any 14:50:22
15 of the entities of which it acquired the equity? 14:50:29
16 A Question was answered. The -- the 14:50:36
17 acquisition of equity was a complex transaction, 14:50:40
18 part of an M&A between 1018 and the Flacksgroup. 14:50:45
19 Q It was part of a complex transaction is 14:50:53
20 not an answer to, did it provide a loan. 14:50:56
21 Did it provide a loan? 14:51:00
22 A I can't give you any other answer other 14:51:00
23 than what I'm answering. 14:51:03
24 Q Okay. At what point did 1018 decide that 14:51:05
25 these entities shouldn't file for bankruptcy 14:51:18

1	protection?	14:51:24
2	A They also didn't decide to shovel snow.	14:51:24
3	They didn't have to decide something that's not	14:51:29
4	part of their decision.	14:51:32
5	Q Can you explain that?	14:51:34
6	A And your question again?	14:51:37
7	Q Well, let's back up. When you talked	14:51:42
8	about the acquisition earlier --	14:51:45
9	A Right.	14:51:47
10	Q -- you said that the entities were	14:51:47
11	contemplating filing for bankruptcy protection.	14:51:52
12	A Correct.	14:51:57
13	Q After Perigrove 1018 acquired the equity	14:51:57
14	in these entities, did they file for bankruptcy	14:52:03
15	protection?	14:52:07
16	A No.	14:52:07
17	Q What changed?	14:52:08
18	A They felt that they don't need bankruptcy	14:52:12
19	protection. They can pay off the creditors	14:52:17
20	without intervention of the courts.	14:52:21
21	Q Who is they, Mr. Lefkowitz?	14:52:23
22	A 1018.	14:52:27
23	Q Okay. At what point did 1018 make that	14:52:27
24	decision?	14:52:30
25	A The day they acquired it.	14:52:30

1 Q And what was the basis for that decision? 14:52:32

2 A Different business strategy. 14:52:34

3 Q What was the different business strategy? 14:52:38

4 A How to run and grow a business. 14:52:45

5 Q Did Perigrove 1018 put more money into the 14:52:48

6 entities? 14:52:52

7 A At what point? 14:52:52

8 Q The -- the first week that -- after it 14:52:53

9 acquired it. 14:52:57

10 A I don't have that information in front of 14:53:00

11 me. 14:53:03

12 Q Did it take money out of the entities? 14:53:03

13 A No. 14:53:05

14 Q Okay. So once Perigrove 1018 acquired the 14:53:08

15 equity, how did it manage Corizon? 14:53:17

16 A Corizon was managed on its own, its own 14:53:21

17 management. 14:53:25

18 Q Who made decisions for Corizon after 14:53:25

19 Perigrove 1018 acquired the entity? 14:53:29

20 A Which decisions? 14:53:32

21 Q Decisions on contracts. 14:53:34

22 A Corizon management. 14:53:42

23 Q And are you part of Corizon management? 14:53:45

24 A Director of Corizon, was a director of 14:53:48

25 Corizon. Yes. 14:53:54

1	Q Okay. So Perigrove 1018, which you are in	14:53:54
2	charge of, left decision-making for Corizon to	14:54:00
3	Corizon management, which you are a part of,	14:54:09
4	correct?	14:54:12
5	A Correct.	14:54:12
6	Q Okay. Who made the decisions at 1018 as	14:54:13
7	to who should run the companies that it held the	14:54:25
8	equity for?	14:54:30
9	A They just acquired the equity. The	14:54:31
10	companies were run on their own. There was	14:54:37
11	existing management in place.	14:54:38
12	Q So if M2Holdco needed a new CEO, M2Holdco	14:54:39
13	made that decision on its own?	14:54:47
14	A Correct.	14:54:48
15	Q What about Corizon?	14:54:49
16	A Every single entity.	14:54:53
17	Q Okay. At what point did Perigrove 1018	14:54:56
18	decide to restructure the Corizon entities via a	14:55:05
19	divisional merger?	14:55:14
20	A Sometime in the first quarter of '22.	14:55:18
21	Q January '22?	14:55:23
22	A I said first quarter. I don't know the	14:55:26
23	exact date.	14:55:29
24	Q Okay. What were the first steps that	14:55:29
25	Perigrove 1018 took for that?	14:55:36

1 A Ask management to get counsel involved. 14:55:39

2 Q And which counsel was that, Mr. Lefkowitz? 14:55:43

3 A It was multiple law firms. 14:55:47

4 Q Do you remember any of them? 14:55:51

5 A White & Case, McDermott. 14:55:55

6 Q Okay. And -- and at what point was the 14:55:58

7 decision made -- scratch that. 14:56:10

8 When the decision was made to pursue the 14:56:17

9 divisional merger in the first quarter 2022, as 14:56:20

10 you said, what was the plan for the company 14:56:24

11 following the merger? 14:56:26

12 A Which company? 14:56:29

13 MR. KAUFMAN: Hold on, Isaac. For the 14:56:32

14 record, Aaron Kaufman for the debtor. We're 14:56:34

15 starting to veer into some attorney-client 14:56:35

16 privilege. So I'll just instruct the witness, at 14:56:38

17 least from the debtor's perspective now that we've 14:56:40

18 named counsel for the debtor, let's not get into 14:56:43

19 the discussions and the decisions made based on 14:56:46

20 advice of counsel. 14:56:48

21 MR. HEMENWAY: Sure. I'm asking a much a 14:56:51

22 simpler question. 14:56:54

23 Q After the divisional merger, what 14:56:54

24 companies were going to exist? 14:56:57

25 A Every company. 14:57:01

1 Q So the divisional merger involved 14:57:04
2 combining companies and then splitting them into 14:57:08
3 two companies. 14:57:11
4 What were those two companies, 14:57:13
5 Mr. Lefkowitz? 14:57:14
6 A More than two. It was multiple companies. 14:57:16
7 You have all the divisional merger information. 14:57:18
8 Q Okay. Perigrove 1018 owns the equity in 14:57:23
9 YesCare, correct? 14:57:31
10 A No. You asked that question twice and I 14:57:32
11 said twice no. And you're coming in on the third 14:57:34
12 time from behind the door and ask the question 14:57:37
13 again to try to trap me to say yes. And I said 14:57:41
14 absolutely not. 1018 does not own any equity or 14:57:46
15 any involvement in YesCare. I hope -- 14:57:51
16 Q I see. 14:57:55
17 A -- it's clear for the third time. 14:57:55
18 Q What was 1018's involvement in planning 14:57:59
19 the launch of YesCare? 14:58:08
20 A Zero. 14:58:13
21 Q All right. 14:58:13
22 MR. HEMENWAY: Let's pull up exhibit -- 14:58:15
23 actually, we'll come back to that. 14:58:44
24 Q In connection with the divisional merger, 14:58:46
25 you mentioned White & Case. 14:58:49

1 Did Perigrove 1018 engage a financial 14:58:51
2 advisor as well? 14:58:56
3 A I don't recall. 14:58:58
4 Q And I don't -- my term financial advisor 14:59:03
5 is not that exact. 14:59:07
6 Did Perigrove 1018 engage FTI? 14:59:08
7 A I don't believe so. 14:59:14
8 Q You believe so, or you don't believe so? 14:59:14
9 A I don't believe so. 14:59:21
10 Q Okay. 14:59:23
11 MR. HEMENWAY: Let's pull up -- give me 14:59:23
12 the Bates number then. Yeah. It's Debtor -- can 14:59:37
13 we pull up Debtor169745? 14:59:47
14 REMOTE TECHNICIAN: Stand by. I 15:00:07
15 apologize, Counsel, I -- 15:00:08
16 MR. HEMENWAY: We may not that have one. 15:00:09
17 We're getting it right now. 15:00:11
18 MR. KAUFMAN: Zach, can you say that 15:00:15
19 number again? 15:00:16
20 MR. HEMENWAY: 169745, I believe. 15:00:18
21 REMOTE TECHNICIAN: All right. Hold on, I 15:00:43
22 apologize. This is -- looks like a file type I'm 15:00:45
23 not able to open. 15:00:48
24 MR. HEMENWAY: All right. Why don't we 15:00:51
25 take -- why don't we take a ten-minute break and 15:00:52

1	we'll get our technical issues sorted out here.	15:00:55
2	THE WITNESS: Can I ask you a question,	15:00:58
3	Zach? How long do you think we're going to be	15:01:00
4	going here?	15:01:02
5	MR. HEMENWAY: Right now, 10 minutes.	15:01:03
6	MS. HAYWARD: No. How long do --	15:01:06
7	THE WITNESS: Oh, 10 minutes --	15:01:06
8	MS. HAYWARD: -- you think we're going to	15:01:08
9	be going he asked, not gone.	15:01:08
10	MR. HEMENWAY: I'm not sure. I've got	15:01:10
11	some more exhibits for sure, so we'll -- we'll see	15:01:15
12	when we come back.	15:01:18
13	THE VIDEOGRAPHER: All right. The time is	15:01:20
14	3:01 p.m. We're off the record.	15:01:21
15	(Whereupon a break was had.)	15:01:23
16	THE VIDEOGRAPHER: All right. The time is	15:14:32
17	3:14 p.m. Back on the record.	15:14:41
18	MR. HEMENWAY: Okay. So let's go ahead	15:14:43
19	and pull up the next exhibit which is going to be	15:14:45
20	the Debtor169745.	15:14:48
21	(Exhibit 3 marked for identification.)	15:14:48
22	BY MR. HEMENWAY:	15:14:48
23	Q And Mr. Lefkowitz, take your time reading	15:14:56
24	this e-mail. I -- you are not a recipient of this	15:14:58
25	e-mail, so get that out of the way ahead of time	15:15:02

1 to avoid any confusion. 15:15:05

2 A Just want to go on the record that I just 15:15:07
3 received an e-mail from a news reporter asking me 15:15:10
4 about multiple questions that I've been asked 15:15:15
5 today in the deposition. So obviously, there are 15:15:18
6 people on this group who have a different agenda 15:15:20
7 than just discovery on behalf of the UCC. 15:15:24

8 So I really would like to put that on the 15:15:29
9 record, that it's highly unappreciated using this 15:15:33
10 deposition before it even gets corrected or even 15:15:38
11 get a chance to correct it to leak information to 15:15:43
12 the press. 15:15:46

13 MS. HAYWARD: Sorry, Isaac, who did you 15:15:46
14 get an e-mail from? 15:15:48

15 THE WITNESS: From a news reporter. 15:15:49

16 MS. HAYWARD: Is there a reporter present? 15:15:52

17 THE WITNESS: I don't think the reporter 15:15:56
18 is present, but there's somebody here on the -- on 15:15:57
19 the 2004 exam that's been leaking information to a 15:16:00
20 news reporter. Otherwise, they would have never 15:16:03
21 ever known about the questions and answers that 15:16:06
22 went on today. 15:16:09

23 We'll deal with it in course. I just 15:16:11
24 wanted to be -- approach that, you know, before to 15:16:13
25 even have a chance to correct the transcribed 15:16:22

1 deposition before it leaked -- gets leaked out to 15:16:25
2 the outside world. 15:16:27
3 MR. HEMENWAY: Understood. Are we back on 15:16:31
4 the record? 15:16:34
5 THE WITNESS: Yes. 15:16:36
6 MR. HEMENWAY: Sorry, I was asking the 15:16:37
7 videographer. 15:16:39
8 THE VIDEOGRAPHER: We've been on the 15:16:41
9 record. 15:16:43
10 MR. HEMENWAY: Great. Thank you. 15:16:43
11 BY MR. HEMENWAY: 15:16:44
12 Q So Mr. Lefkowitz, this is a document 15:16:45
13 produced by the debtor. You're not a recipient. 15:16:49
14 I want to ask about, first of all, who is Sarah 15:16:53
15 Tirschwell? 15:16:55
16 A I will not answer any questions if I'm not 15:16:56
17 a recipient. Move on. 15:16:58
18 Q Do you not know who -- 15:17:02
19 A You can ask me who Sarah Tirschwell is, 15:17:04
20 but you can close this down. I'm not a recipient. 15:17:07
21 Q Okay. We'll minimize the document. 15:17:10
22 Who is Sarah Tirschwell? 15:17:12
23 A Sarah Tirschwell was hired by Geneva 15:17:15
24 Consulting to be CEO for -- 15:17:20
25 Q And who made the decision to hire her? 15:17:25

1 A I did. 15:17:26

2 Q And why did you choose Ms. Tirschwell? 15:17:26

3 A We were looking -- I fired James Hyman and 15:17:31

4 we were looking for a replacement. 15:17:37

5 Q And what was the scope of her authority as 15:17:38

6 the CEO of Corizon? 15:17:41

7 A Wasn't more for authority; it was more for 15:17:43

8 business development to go out and get new 15:17:47

9 business. 15:17:49

10 Q Okay. Let's go ahead and pull the 15:17:49

11 document back up. 15:17:52

12 So this document is dated January 31st, 15:17:56

13 2022, and says, Sounds like Perigrove wants 15:18:01

14 Florida. 15:18:04

15 A I told you I will not respond to a 15:18:08

16 document that I'm not a recipient. 15:18:11

17 Q My question to you is: Was Perigrove 15:18:13

18 involved -- I'll actually ask it differently. 15:18:17

19 Was Perigrove 1018 involved in seeking new 15:18:20

20 business in the state of Florida? 15:18:26

21 A No. 15:18:28

22 Q Was Perigrove, LLC involved in seeking new 15:18:29

23 business in the state of Florida? 15:18:32

24 A I am not here on behalf of Perigrove, LLC. 15:18:34

25 Q Okay. 15:18:42

1	MR. HEMENWAY: Let's go to 111835 and have	15:18:47
2	that marked as an exhibit.	15:18:54
3	REMOTE TECHNICIAN: Stand by. Apologies,	15:19:01
4	Counsel. I see a 113011, but I -- I don't believe	15:19:06
5	I see --	15:19:11
6	MR. HEMENWAY: We have 835 and we'll send	15:19:13
7	it to you if you don't have it.	15:19:16
8	REMOTE TECHNICIAN: I'm running a search,	15:19:19
9	but it looks like -- let me check this repository,	15:19:21
10	but I don't believe I have it up. There we go.	15:19:25
11	Great.	15:19:31
12	All right. Apologies about the delay. It	15:19:42
13	should be on screen now.	15:19:44
14	(Exhibit 4 marked for identification.)	15:19:48
15	BY MR. HEMENWAY:	15:19:48
16	Q So Mr. Lefkowitz, in Exhibit 4, you are	15:19:48
17	instructing someone at Corizon to form entities,	15:19:57
18	CHS entities.	15:20:03
19	What was the purpose of those entities?	15:20:08
20	A Where did you get this document from?	15:20:11
21	Q From the debtor.	15:20:13
22	A So why am I being deposed now about the	15:20:14
23	debtor? This is a debtor's deposition now?	15:20:19
24	Q Mr. Lefkowitz, tell me what your --	15:20:24
25	A Yes.	15:20:25

1	Q -- address -- what does your e-mail	15:20:26
2	address say in the From line of this e-mail?	15:20:28
3	A il@perigrove.com.	15:20:30
4	Q So it was produced by the debtor, but you	15:20:38
5	as a director at Perigrove are telling the debtor	15:20:42
6	to form entities.	15:20:47
7	Why?	15:20:49
8	A What does that got to do with today's	15:20:53
9	deposition?	15:20:55
10	Q Today's deposition is about Perigrove	15:20:55
11	1018's management of the companies --	15:20:58
12	A So asking -- so ask me the questions about	15:21:00
13	Perigrove 1018. Don't ask me questions about the	15:21:02
14	debtor or about Perigrove, LLC.	15:21:07
15	Q Mr. Lefkowitz, why --	15:21:09
16	A Mr. -- Mr. Hemenway, I'm here since 8:30	15:21:11
17	in the morning. And by the way, I'm on Eastern	15:21:16
18	time so now it's 4:30 in the afternoon. So I am	15:21:20
19	sitting here for quite some time and multiple	15:21:22
20	deposition, and I'll be gladly to sit a few more	15:21:26
21	days for more depositions.	15:21:29
22	But your deposition needs to be accurate.	15:21:32
23	I have counsel here for Perigrove 1018. I don't	15:21:34
24	have counsel here for the debtor. I don't have	15:21:37
25	counsel here for YesCare, although Aaron Kaufman	15:21:40

1	is here. But if you have something that you want	15:21:43
2	to ask, you depose me on the debtor's side.	15:21:46
3	You want to ask something on Perigrove, go	15:21:49
4	ahead, serve Perigrove with a 2004 deposition	15:21:53
5	notice. I came this afternoon for Perigrove 1018.	15:21:56
6	Show me on this document the words 1018.	15:22:00
7	Q So Mr. Lefkowitz -- okay. I've got an	15:22:05
8	echo.	15:22:10
9	A Your echo has nothing to do with me.	15:22:13
10	Q So Mr. Lefkowitz, so I understand what	15:22:18
11	you're saying, if the e-mail domain does not say	15:22:21
12	Perigrove 1018, you are not communicating on	15:22:26
13	behalf of Perigrove 1018?	15:22:29
14	A I didn't say that. I said, if you have	15:22:31
15	something to ask me about 1018, about a document	15:22:33
16	from 1018, I will respond to it. If you have a	15:22:36
17	question about 1018, I will respond to it. If	15:22:40
18	you're asking me about any other entity outside	15:22:43
19	the scope of 1018, I will not answer you.	15:22:47
20	Q So Mr. Lefkowitz, why is Perigrove 1018	15:22:51
21	asking Corizon to form these entities?	15:22:57
22	A Show me where 1018 is asking Corizon to	15:23:00
23	form entities.	15:23:04
24	Q Is it your testimony that it's not?	15:23:05
25	A That 1018 asked, I have no knowledge of	15:23:06

1 1018 asking anybody anything. 15:23:10

2 Q So the document that we're looking at is 15:23:13

3 the equity owner of Corizon asking it to form 15:23:17

4 entities? 15:23:22

5 A No. 15:23:22

6 Q The third party? 15:23:22

7 A No. The answer is no. You're making an 15:23:24

8 assumption, and you're trying to make something 15:23:30

9 up. There's no request here from 1018 to do 15:23:33

10 anything. 15:23:36

11 Q What would a request from 1018 look like, 15:23:38

12 Mr. Lefkowitz? Would it sign it -- 15:23:42

13 A I don't know. 15:23:42

14 Q -- Isaac Lefkowitz, Perigrove 1018? 15:23:44

15 A Don't -- don't ask eventualities and don't 15:23:46

16 ask assumptions. You have an accurate fact, I 15:23:51

17 will clarify it for you. If you have a fact that 15:23:54

18 1018 asked something or 1018 did something, as 15:23:57

19 1018 representative I'm ready to testify. I'm not 15:24:03

20 here to help you with your assumptions. 15:24:08

21 Q So as the 1018 representative, do you know 15:24:10

22 why these CHS entities were formed? 15:24:13

23 A As a 1018 representative, I will not 15:24:17

24 respond to a document that does not belong to 15:24:20

25 1018. 15:24:24

1 Q 1018 did not produce any documents. You 15:24:27
2 understand that, right? 15:24:29

3 A 1018 did what they're obligated to do. 15:24:32

4 Q Okay. So but if you won't respond to a 15:24:35
5 document that wasn't produced by 1018, then you're 15:24:40
6 refusing to respond to questions about -- 15:24:43

7 A I did not say that. I said a document 15:24:45
8 that 1018 is not involved in. I didn't say a 15:24:47
9 document that 1018 didn't produce. If you can 15:24:50
10 show me a document that 1018 had an involvement in 15:24:53
11 it, then 1018's representative, which is myself, 15:24:56
12 will testify. 15:25:00

13 Q And -- 15:25:01

14 A You're bringing me a document -- if you're 15:25:01
15 bringing me a document that 1018 did not produce, 15:25:04
16 that 1018 did not write, that 1018 wasn't 15:25:07
17 involved, the answer is no response. 15:25:11

18 Q And what is your basis for considering the 15:25:12
19 document we're looking at not to be a document 15:25:15
20 that 1018 wrote or was involved in? 15:25:17

21 A Doesn't say anything in this document that 15:25:20
22 1018 was involved in it. 15:25:23

23 Let's -- let's put it this way, 15:25:29
24 Mr. Hemenway: There's no secret that I'm a 15:25:32
25 director of multiple, multiple, multiple 15:25:36

1 companies, that I'm a board member of multiple,
2 multiple, multiple companies. There's no secret
3 about that. It's been disclosed to the court.
4 It's been disclosed in the litigation.

5 The fact that you're making an assumption
6 that me as a director of one company did or asked
7 or requested another company that, is totally
8 inaccurate.

9 So if -- right now we're spending time on
10 a deposition notice for Perigrove 1018. Melissa
11 Hayward is counsel to that firm and I am the
12 corporate director of that firm.

13 You have not showed me a document that
14 Perigrove 1018 or I, myself, on behalf of 1018 has
15 requested, has written, has responded to. You're
16 trying to connect dots that don't connect. I'm
17 not here to help you. I'm here to respond to you.

18 Q So Perigrove 1018 owned Corizon at the
19 time of this e-mail?

20 A No.

21 Q Perigrove 1018 does not have an equity
22 interest in Corizon as of February 21st, 2022?

23 A No.

24 Q At what point after acquiring the equity
25 interest in December 2021, did Perigrove 1018

15:25:40

15:25:43

15:25:45

15:25:49

15:25:50

15:25:53

15:25:58

15:26:01

15:26:03

15:26:06

15:26:13

15:26:17

15:26:18

15:26:21

15:26:24

15:26:30

15:26:33

15:26:43

15:26:56

15:26:58

15:27:01

15:27:05

15:27:08

15:27:09

15:27:15

1 divest its equity interest in Corizon? 15:27:19

2 A Never had an interest in Corizon. 15:27:22

3 Q I see. As of February 21st, 2022, the 15:27:24

4 date of this e-mail, Perigrove had an equity 15:27:30

5 interest in Corizon's parent company, correct? 15:27:33

6 A Yes. 15:27:36

7 Q And you are sending an e-mail directing 15:27:36

8 Corizon to take an action? 15:27:46

9 A Me? In which company? 15:27:50

10 Q I'm just saying you as a person. 15:27:52

11 A That's not what -- 15:27:56

12 Q You -- 15:27:57

13 A That is not what I said to you earlier. 15:27:58

14 Me as a person, been -- been employed, been 15:28:00

15 working, been directed, been representative in 15:28:05

16 many companies. So when I write, I don't write as 15:28:10

17 a person. I wrote on behalf of a company. 15:28:14

18 As a person, I play golf. As a person, I 15:28:17

19 clean windows. As a person, I do my personal 15:28:20

20 stuff. 15:28:24

21 You're showing me a document. It's on 15:28:26

22 behalf of a company to a company. So you cannot 15:28:28

23 show me a document that 1018 -- Perigrove 1018, 15:28:32

24 the subject company of this deposition, directed 15:28:36

25 anyone to do anything. 15:28:40

1 Q I understand that's your -- that's your 15:28:43
2 position. 15:28:46

3 A If you -- so if you understand it, why do 15:28:46
4 you keep going back and forth again -- 15:28:49

5 Q And -- 15:28:50

6 A -- and asking -- and asking the question 15:28:51
7 in various forms? You're going to get the same 15:28:53
8 answer. 15:28:56

9 Perigrove 1018 has not been -- instructed 15:28:56
10 anyone at Corizon to do anything, other than 15:29:00
11 major, major decisions that 1018 was involved in, 15:29:08
12 in the management of any subsidiaries. I 15:29:12
13 testified to that. 15:29:16

14 Q What were those major decisions other than 15:29:18
15 filing for bankruptcy at -- 15:29:21

16 A You asked me of an example and I gave you 15:29:23
17 an example. And back then before in the 15:29:26
18 deposition, said I will not give you more 15:29:29
19 examples. 15:29:31

20 If bankruptcy is not a major decision to 15:29:31
21 you, then I can't give you any other examples. 15:29:34

22 Q I asked you if there were any others. 15:29:36

23 A What's that? 15:29:39

24 Q I asked you if there were any others. 15:29:40

25 A There were major decisions 1018 was 15:29:42

1 involved. You want to go back to that subject 15:29:48

2 again now? 15:29:51

3 Q Yeah. You just brought it up. What were 15:29:52

4 the major decisions? 15:29:54

5 A I brought it up because you keep coming 15:29:56

6 back in on the same question over and over and 15:29:58

7 over again, and I keep answering you over and over 15:30:00

8 add over again. And I'm trying to answer more 15:30:03

9 than the yes and the no and I don't know and I 15:30:05

10 don't recall. I'm giving you clear answers so you 15:30:07

11 get the information. 15:30:11

12 Perigrove 1018 was an independent entity 15:30:12

13 company that acquired the equity that controlled 15:30:16

14 the subsidiaries of 1018. Ultimately, down the 15:30:22

15 chain pole there was a company called Corizon 15:30:27

16 which is the debtor, or the former Corizon, which 15:30:30

17 is the debtor today. Has nothing to do with any 15:30:34

18 of the other Perigroves that you're trying to link 15:30:35

19 in. It has nothing to do with directions from one 15:30:39

20 company to another company using e-mail addresses. 15:30:43

21 You're trying to create dots that don't exist 15:30:48

22 clearly. 15:30:52

23 Q Here's my question, Mr. Lefkowitz. 15:30:58

24 A Sure. 15:31:01

25 Q And I want to be clear -- 15:31:03

1 A And if it's a question that you've asked 15:31:05
2 before, I will not answer it because I told you 15:31:08
3 that I have a time limitation. I have some -- I 15:31:11
4 got to pick up my grandkids from day camp and I 15:31:14
5 have a hard stop. And you're wasting time, 15:31:19
6 precious time of my time, precious legal time of 15:31:23
7 asking the question over and over and over in 15:31:26
8 different forms. So either you move on to a new 15:31:29
9 question or you're going to get the same answer. 15:31:33
10 Q Here's my question. 15:31:35
11 A Sure. 15:31:37
12 Q Are you saying that when you sent this 15:31:38
13 e-mail, you were not acting on behalf of Perigrove 15:31:41
14 101; yes or no? 15:31:48
15 A I did not say that. And you will not get 15:31:49
16 a yes or no. I said that I will testify on 15:31:53
17 anything that's related to 1018 on the document. 15:31:55
18 If it's not related to 1018 -- 15:32:00
19 Q Explain that -- let's move on. 15:32:02
20 Let's pull up -- 15:32:04
21 A Sure. 15:32:04
22 Q -- 348914. Mr. Lefkowitz, you're the one 15:32:06
23 that's talking about time limitations. I'm not 15:32:09
24 going to listen to a soliloquy and not get to ask 15:32:11
25 my questions. 15:32:15

1 MR. HEMENWAY: 318984, please. 15:32:16

2 REMOTE TECHNICIAN: Stand by. 15:32:23

3 MR. HEMENWAY: Thank you, Malcolm. 15:32:26

4 REMOTE TECHNICIAN: Apologize, I'm 15:32:33

5 looking. I'm not seeing it directly in front of 15:32:34

6 me right now. 15:32:37

7 MR. HEMENWAY: One second. 15:32:38

8 REMOTE TECHNICIAN: 348 -- 15:32:40

9 BY MR. HEMENWAY: 15:32:40

10 Q While that is coming up, go back to 15:32:42

11 something we talked about earlier. 15:32:47

12 MR. HEMENWAY: And Malcolm, just let me 15:32:48

13 know when you're ready but don't pull it up. 15:32:51

14 Q You mentioned that in planning the 15:32:53

15 divisional merger, you engaged counsel, mentioned 15:32:55

16 White & Case. Obviously, we're not going to talk 15:33:01

17 about the substance. 15:33:03

18 But who for Perigrove 1018 interacted with 15:33:04

19 White & Case on that project? 15:33:09

20 A I didn't say that Perigrove 1018 engaged 15:33:12

21 White & Case. This is something that you assumed 15:33:16

22 and you're making it up. 15:33:18

23 Q Did anyone from -- 15:33:20

24 A White -- White & Case -- White & Case was 15:33:21

25 engaged by Corizon and Valitas. Has nothing -- no 15:33:23

1	engagement was done by Perigrove 1018.	15:33:30
2	Q So --	15:33:34
3	A It so happened -- is so happened, and I'm	15:33:34
4	a director of Perigrove 1018. I'm a director of	15:33:37
5	Valitas. And I'm a director of Corizon. And I	15:33:42
6	have personal familiarity with it. But Perigrove	15:33:44
7	1018, LLC never engaged White & Case.	15:33:47
8	Q So was the divisional merger of those big	15:33:52
9	decisions where Perigrove 1018 would be involved	15:33:58
10	with a company that it had equity in?	15:34:02
11	A The divisional merger was a major decision	15:34:04
12	that I, as a director of Perigrove 1018, was	15:34:08
13	involved in the approval process that Corizon and	15:34:12
14	Valitas understood. Yes.	15:34:17
15	REMOTE TECHNICIAN: And I don't want to	15:34:18
16	interrupt, but I am ready with that document	15:34:20
17	whenever, Counsel.	15:34:22
18	BY MR. HEMENWAY:	15:34:23
19	Q And as part of your involvement in that	15:34:23
20	process, did you -- were you -- you said the	15:34:26
21	approval process, I believe.	15:34:29
22	Were you involved in the planning process?	15:34:31
23	A The approval process.	15:34:34
24	Q Yeah. I was trying to clarify your	15:34:38
25	answer.	15:34:40

1 You mentioned the approval process. Were 15:34:40
2 you involved in any other processes associated 15:34:42
3 with the divisional merger? 15:34:44
4 A Is the approval process not enough? What 15:34:47
5 is the other process? 15:34:51
6 Q The planning. 15:34:52
7 A Planning the division merger is a 15:34:53
8 divisional merger. Documents speak for itself. 15:34:59
9 Q Okay. Did you interface with White & Case 15:35:03
10 on behalf of Perigrove 1018 in connection with 15:35:09
11 the -- 15:35:13
12 A No. No. 15:35:14
13 MR. HEMENWAY: All right. Malcolm, let's 15:35:17
14 pull that document up. 15:35:19
15 (Exhibit 5 marked for identification.) 15:35:27
16 Q We spoke early about FTI being engaged in 15:35:27
17 connection with the divisional merger. 15:35:31
18 Were you involved in that in your capacity 15:35:32
19 as director of Perigrove 1018? 15:35:35
20 A No. 15:35:39
21 Q So in the e-mail where you're looking at 15:35:40
22 providing direction to Corizon on cooperating with 15:35:46
23 FTI and that process, you're not acting on behalf 15:35:51
24 of Perigrove 1018? 15:35:56
25 A What process? 15:35:58

1 Q The divisional merger process with -- 15:35:59

2 A I don't see a word divisional -- I don't 15:36:02

3 see the word divisional merger here. I read the 15:36:04

4 whole e-mail. There's not one word of divisional 15:36:07

5 merger here. 15:36:10

6 Q I didn't say there was. 15:36:11

7 A You said divisional merger. 15:36:12

8 Q Mr. Lefkowitz -- 15:36:16

9 A On here it says from -- 15:36:17

10 Q FTI -- 15:36:18

11 A It says from Isaac Lefkowitz -- it says 15:36:20

12 from Isaac Lefkowitz, so il@perigrove to Jeff 15:36:24

13 Sholey, subject FTI. Doesn't say what about FTI. 15:36:24

14 Dated Monday, February 14 -- 15:36:28

15 Q Let's go to 348915. 15:36:31

16 A What? 15:36:34

17 Q Let's go to the attachment. 15:36:34

18 A This has an attachment? 15:36:37

19 Q Mr. Lefkowitz, this will go a lot faster 15:36:39

20 if you don't pretend you don't know why FTI was 15:36:43

21 hired. 15:36:45

22 MS. HAYWARD: Objection. 15:36:46

23 A Hired by whom? Hired by whom? 15:36:48

24 Q It doesn't matter for the question. We're 15:36:50

25 just trying to get through the -- 15:36:52

1	A It does. It does.	15:36:53
2	REMOTE TECHNICIAN: All right. One moment	15:36:59
3	Counsel, I'm bringing that up.	15:37:00
4	MR. HEMENWAY: Sure.	15:37:03
5	(Exhibit 6 marked for identification.)	15:37:17
6	Q Okay. So this is the attachment,	15:37:17
7	Mr. Lefkowitz.	15:37:19
8	A Okay.	15:37:19
9	Q FTI's preliminary information request	15:37:19
10	lists related to evaluation analysis of Corizon	15:37:22
11	Health.	15:37:25
12	Are you not aware of FTI doing evaluation	15:37:25
13	analysis in the context of the divisional merger?	15:37:31
14	A I am aware.	15:37:33
15	Q Okay. So going back to the parent e-mail	15:37:34
16	where this was sent to Jeff Sholey at Corizon	15:37:38
17	Health from il@perigrove, my question is: When	15:37:44
18	you told Jeff Sholey to get on this ASAP, were you	15:37:48
19	instructing him in your capacity as director at	15:37:55
20	Perigrove 1018?	15:38:01
21	A I don't recall under what capacity, but	15:38:03
22	there's not a word of 1018 in this document.	15:38:07
23	Q Okay. So you don't know what capacity.	15:38:11
24	Was Perigrove 1018 involved in the FTI	15:38:17
25	engagement?	15:38:21

1	A	No.	15:38:21
2	Q	Did you interact with FTI in any	15:38:21
3		capacity -- or sorry.	15:38:23
4		Did you interact with FTI as part of your	15:38:27
5		role at 1018?	15:38:28
6	A	Part of the role for the debtor. As part	15:38:30
7		of the role for Corizon.	15:38:34
8	Q	Okay. Did Perigrove 1018 receive any	15:38:36
9		payments from any of the entities that it had	15:38:49
10		purchased the equity in or acquired the equity in,	15:38:54
11		in December of 2021?	15:39:00
12	A	Not that I'm aware of.	15:39:00
13	Q	Okay.	15:39:02
14	MR. HEMENWAY:	And let's -- let's pull up	15:39:05
15		that page 220 real quick. So that -- Malcolm, the	15:39:10
16		exhibit that was page 220.	15:39:15
17	REMOTE TECHNICIAN:	Let me -- check	15:39:23
18		through -- I apologize, I don't -- do you have the	15:39:26
19		Bates number? That might make it easier to refer	15:39:31
20		to.	15:39:36
21	MR. HEMENWAY:	-- number, but it reference	15:39:37
22		220 in the file name. Anna will resend it to you.	15:39:38
23	REMOTE TECHNICIAN:	Okay. I -- yeah. I	15:39:39
24		believe this was marked in a previous deposition	15:39:41
25		but not this one, unless I'm mistaken.	15:39:44

1 Do you want it to be marked as Exhibit 7 15:39:53
2 or -- 15:39:56
3 MR. HEMENWAY: As Exhibit 7. We're just 15:39:56
4 going to put it up for a little bit. 15:39:58
5 REMOTE TECHNICIAN: Okay. 15:40:01
6 (Exhibit 7 marked for identification.) 15:40:01
7 BY MR. HEMENWAY: 15:40:15
8 Q All right. We looked at this earlier, Mr. 15:40:15
9 Lefkowitz. 15:40:15
10 My question is just about the two lines 15:40:15
11 that reference Perigrove. 15:40:17
12 A Correct. 15:40:20
13 Q Did Perigrove 1018 receive funds on either 15:40:20
14 of those dates of these amounts? 15:40:25
15 A No. 15:40:27
16 Q Okay. Then we can put that down. 15:40:28
17 MR. HEMENWAY: Let's go ahead and pull up 15:40:48
18 621804. 15:40:50
19 THE WITNESS: I think my camera is frozen 15:40:53
20 again. 15:40:55
21 MS. HAYWARD: It does appear that way. 15:40:56
22 MR. HEMENWAY: Yeah. 15:40:59
23 THE WITNESS: Log out -- 15:40:59
24 MR. HEMENWAY: Yeah. Go ahead and log out 15:40:59
25 and come back in and we'll pull up the document 15:41:00

1	while you're doing that. That will give Malcolm a	15:41:03
2	sec to pull it up.	15:41:07
3	REMOTE TECHNICIAN: All right. I have	15:41:18
4	that ready, Counsel. And do you want me to wait	15:41:20
5	until --	15:41:21
6	MR. HEMENWAY: Wait until he comes --	15:41:22
7	REMOTE TECHNICIAN: -- to put it on?	15:41:24
8	MR. HEMENWAY: -- so we're looking at it	15:41:26
9	at the same time.	15:41:28
10	All right. Let's go ahead and pull it up.	15:41:40
11	(Exhibit 8 marked for identification.)	15:41:40
12	BY MR. HEMENWAY:	15:41:40
13	Q So this is produced by the debtor, as you	15:41:45
14	can see, from the bottom right corner,	15:41:47
15	Mr. Lefkowitz. The second page is blank, but I'm	15:41:51
16	just going to scroll down to show that. It's just	15:41:53
17	the rest of the bottom e-mail signature. And you	15:41:57
18	see the bottom e-mail references a settlement	15:42:05
19	payment from Centurion.	15:42:10
20	Do you know what that is, Mr. Lefkowitz?	15:42:11
21	A I know what Centurion is. Yes.	15:42:15
22	Q Do you know what this settlement payment	15:42:17
23	was?	15:42:20
24	A No.	15:42:21
25	Q Okay. And then you respond from your	15:42:21

1	Perigrove e-mail saying that you will	15:42:25
2	provide -- you told Travis you would provide him,	15:42:31
3	and it looks like you're probably referencing	15:42:33
4	wire -- wiring instructions from down here.	15:42:37
5	That's the subject line.	15:42:41
6	A Okay.	15:42:45
7	Q And then you can see at the top,	15:42:46
8	Mr. Sholey sends Corizon wire instructions.	15:42:48
9	A Okay.	15:42:55
10	Q Do you know if you sent those to whomever	15:42:55
11	Travis is for the Centurion DOC settlement?	15:43:05
12	A I don't remember that.	15:43:10
13	Q Okay.	15:43:12
14	A What's on page 3? Keep scrolling down.	15:43:14
15	Q There's two pages. The second one is	15:43:17
16	blank. It's just the end of this signature.	15:43:20
17	A Okay.	15:43:23
18	Q So then let's go ahead and pull up the	15:43:23
19	later one.	15:43:26
20	MR. HEMENWAY: Let's go ahead and pull up	15:43:28
21	305428.	15:43:35
22	REMOTE TECHNICIAN: All right. I have	15:43:36
23	that. Stand by.	15:43:37
24	(Exhibit 9 marked for identification.)	15:43:53
25	BY MR. HEMENWAY:	15:43:53

1 Q In the prior document, just to refresh 15:43:55
2 your memory -- and I'll go back to it if you want 15:43:59
3 to confirm, but it was dated December 15th, 2021. 15:44:02
4 I'll put that up just to show you. 15:44:06
5 And this is dated later, and it starts 15:44:08
6 with you e-mailing a Travis Parham on Corizon 15:44:14
7 Centurion settlement, saying FedEx the settlement 15:44:20
8 check to Corizon C/O Perigrove, Spook Rock Road. 15:44:22
9 Which Perigrove are you referencing there, 15:44:29
10 Mr. Lefkowitz? 15:44:31
11 A I don't know. 15:44:33
12 Q Okay. And then Mr. Parham informs people 15:44:35
13 at Corizon that this was sent -- so do you know if 15:44:44
14 Perigrove received this check at this address? 15:44:50
15 A I don't know what this is about. 15:44:54
16 Q Do you -- 15:44:57
17 A I don't recall what this is about. 15:44:58
18 Q Okay. Is 351 Spock [sic] Road an address 15:44:59
19 that Perigrove uses? 15:45:07
20 A Which Perigrove? 15:45:09
21 Q Let's start with Perigrove 1018. 15:45:10
22 A No. 15:45:12
23 Q Okay. What address does Perigrove 1018 15:45:12
24 use? Where is Perigrove 1018's address? 15:45:23
25 A Brentwood, Tennessee. 15:45:27

1 Q And how long have Perigrove 1018's 15:45:31
2 addresses been in Brentwood, Tennessee? 15:45:35
3 A Since December of '21. 15:45:40
4 Q Okay. And they're still there today? 15:45:40
5 A Yes. 15:45:44
6 Q And that's where Perigrove 1018 conducts 15:45:45
7 business involving Corizon? 15:45:49
8 A You got to go back to the questions and 15:45:55
9 answers that were -- that was in previous 15:45:57
10 questioning -- line of questioning, that Perigrove 15:46:01
11 1018 does not have daily operations. It's only 15:46:05
12 involved in major decisions. 15:46:08
13 So when you're saying conducting business, 15:46:09
14 making it sound like there was something going on 15:46:12
15 every day. 15:46:14
16 Q Yeah. And I appreciate the clarification. 15:46:15
17 When Perigrove 1018 is dealing with those 15:46:19
18 major decisions, that is the office where it 15:46:22
19 conducts that business? 15:46:24
20 A Doesn't do major decisions from an office. 15:46:26
21 It's virtual. 15:46:29
22 Q Understood. Okay. 15:46:30
23 MR. HEMENWAY: Let's pull up 165274. 15:46:33
24 (Exhibit 10 marked for identification.) 15:46:40
25 REMOTE TECHNICIAN: Stand by. 15:46:40

1	BY MR. HEMENWAY:	15:46:40
2	Q Mr. Lefkowitz, I believe you said earlier	15:46:45
3	that Perigrove 1018 engaged Sarah Tirschwell to	15:46:47
4	become the CEO of Corizon in December 2021; is	15:46:53
5	that right?	15:46:58
6	A No. That's not right. And I never said	15:46:58
7	that.	15:47:00
8	Q Who -- who brought in Ms. Tirschwell?	15:47:02
9	A Geneva.	15:47:07
10	Q Geneva. And was Perigrove 1018 involved	15:47:07
11	in that decision?	15:47:12
12	A No.	15:47:14
13	Q Okay. The document we're looking at is an	15:47:14
14	e-mail from you to James Hyman.	15:47:21
15	Who is James Hyman?	15:47:26
16	A Former CEO of Corizon.	15:47:28
17	Q And we can scroll down if you'd like to	15:47:31
18	see the full context. It's five pages. I'm not	15:47:36
19	going to ask you about all five. It's back and	15:47:39
20	forth on what looks like a planning meeting of	15:47:41
21	some sort, and I'm happy to let you look at it.	15:47:47
22	A Okay.	15:47:51
23	Q And we say spoke to Isaac. He'd like to	15:47:56
24	set up a meeting. And then there's a note from	15:48:00
25	Mr. Hyman about parameters for the meeting.	15:48:03

1	And the last e-mail is you telling	15:48:12
2	Mr. Hyman, Please come to our office at 885 3rd	15:48:15
3	Avenue, 29th floor.	15:48:20
4	Whose office, Mr. -- Mr. Lefkowitz?	15:48:21
5	A Mine.	15:48:24
6	Q That's your office?	15:48:25
7	A Yes. Yes.	15:48:26
8	Q And have you conducted Perigrove 1018	15:48:27
9	major decision business from that office?	15:48:34
10	A No.	15:48:38
11	Q Okay. One second.	15:48:38
12	MR. HEMENWAY: Let's take one last break	15:49:14
13	and then we'll wrap up.	15:49:16
14	THE WITNESS: Okay.	15:49:19
15	MR. HEMENWAY: So but we can just take	15:49:20
16	five minutes so that we can get you to picking up	15:49:20
17	your grandkids.	15:49:23
18	THE VIDEOGRAPHER: Time on the video	15:49:24
19	monitor is 3:49 p.m. We're off the record.	15:49:25
20	(Whereupon a break was had.)	15:49:28
21	THE VIDEOGRAPHER: The time is 3:55 p.m.	15:55:01
22	We're back on the record.	15:55:08
23	BY MR. HEMENWAY:	15:55:08
24	Q Mr. Lefkowitz, at the outset of this	15:55:10
25	deposition, I asked you what you did to prepare	15:55:12

1 and you mentioned you reviewed financial documents 15:55:14
2 and e-mails. 15:55:17

3 What e-mail account did you review? 15:55:20

4 A This deposition? 15:55:22

5 Q Yes. 15:55:24

6 A I think I said that in the PharmaCorr 15:55:25
7 deposition today. 15:55:28

8 Q You said it at both. We can have -- I 15:55:29
9 mean, I supposed we could have the court reporter 15:55:32
10 read it back or you could just say whether you 15:55:35
11 reviewed e-mails. 15:55:38

12 A I don't believe that's the case. That's 15:55:39
13 not what I said during the -- during the Perigrove 15:55:41
14 deposition. 15:55:44

15 Q Did you review e-mails in preparation for 15:55:45
16 this deposition? 15:55:51

17 A I reviewed e-mails not in Perigrove 1018. 15:55:51
18 I reviewed e-mails in Corizon. 15:55:56

19 Q You reviewed e-mails in Corizon. 15:55:57

20 What does that mean? 15:56:00

21 A I have a Corizon domain e-mail address. 15:56:01

22 Q So your Perigrove 1018 electronic 15:56:04
23 communications are kept at your Corizon e-mail 15:56:08
24 address? 15:56:10

25 A I didn't say that. I said that's where I 15:56:11

1 reviewed. I didn't say that that's where it's 15:56:14

2 kept. 15:56:16

3 Q Why did you choose to review those in 15:56:17

4 preparation for your Perigrove 1018 deposition? 15:56:19

5 A That's what I chose to do. 15:56:22

6 Q Why? 15:56:24

7 A You asked me why I did something which I 15:56:25

8 did. You don't get it. You asked me where I 15:56:30

9 looked, and I'm giving you that address where I 15:56:37

10 looked. You ask me why I looked in that address, 15:56:39

11 I don't get the question. 15:56:42

12 Q So the topics -- you reviewed the 2004 15:56:43

13 notice that lists the topics, and you reviewed 15:56:48

14 your e-mail to prepare to talk about those topics. 15:56:51

15 And the e-mail you reviewed was Corizon e-mail. 15:56:54

16 Why would you review Corizon e-mail to 15:56:58

17 answer questions of 1018? 15:57:01

18 A Because this 2004 deposition arises out of 15:57:03

19 the bankruptcy that's former Corizon, currently 15:57:09

20 Tehum, that, ultimately, is the subsidiary of 15:57:15

21 Perigrove 1018, LLC. 15:57:18

22 Where else do you want me to go look, 15:57:20

23 other than the subject matter? That's where I 15:57:23

24 went and I looked. 15:57:26

25 Q Did you look at your Perigrove e-mail? 15:57:27

1	A	No.	15:57:32
2	Q	Why not?	15:57:33
3	A	Because there was no business conducted	15:57:35
4		Perigrove 1018 in my Perigrove e-mail.	15:57:40
5	Q	What e-mail did you use to conduct	15:57:43
6		business for Perigrove 1018?	15:57:45
7	A	Was for din Corizon.	15:57:47
8	Q	And you didn't use your perigrove.com	15:57:49
9		e-mail to conduct business for Perigrove 1018?	15:57:51
10	A	Listen, I have a mobile device with at	15:57:54
11		least 20 e-mail addresses. Could be sometimes	15:57:58
12		inadvertently when you send and receive, you know,	15:58:01
13		I don't pick or choose, you know, the right e-mail	15:58:05
14		to send.	15:58:07
15		But predominantly, if it was Perigrove	15:58:08
16		1018, it was Corizon.	15:58:12
17	Q	And if you sent something from your	15:58:12
18		perigrove.com e-mail, then you weren't conducting	15:58:15
19		business for Perigrove 1018; you were conducting	15:58:18
20		business for some other Perigrove entity?	15:58:21
21	A	I'm not here to testify on behalf of	15:58:23
22		Perigrove, what's going on in Perigrove. Have to	15:58:25
23		do a separate deposition for that.	15:58:29
24	Q	Okay. But in the perigrove.com e-mails	15:58:37
25		that we've seen, you're telling us you weren't	15:58:40

1	conducting business for Perigrove 1018?	15:58:43
2	A I didn't say that. You're saying it.	15:58:49
3	Q Where --	15:58:52
4	A I said predominantly -- go ahead.	15:58:53
5	Interrupt and ask a question.	15:58:58
6	Q Where are Perigrove 1018's records kept?	15:58:59
7	A Virtual.	15:59:03
8	Q How did Perigrove 1018 interact with	15:59:05
9	Corizon?	15:59:08
10	A Depending on the interaction.	15:59:15
11	Q Did Perigrove 1018 interact with Corizon	15:59:17
12	over e-mail?	15:59:21
13	A Not that I'm aware of.	15:59:22
14	Q Okay. Let's talk about the management of	15:59:24
15	Perigrove 1018.	15:59:31
16	You testified that you were in charge; is	15:59:32
17	that correct?	15:59:35
18	A Correct.	15:59:35
19	Q And did you ever receive input from others	15:59:36
20	on the decisions you made on behalf of Perigrove	15:59:41
21	1018?	15:59:45
22	A Only outside counsel.	15:59:45
23	Q Did you ever -- did you ever report up to	15:59:47
24	anyone about the performance of Perigrove 1018?	15:59:58
25	A Not that I recall.	16:00:05

1	Q Did you ever discuss with anyone the	16:00:07
2	performance of Perigrove 1018?	16:00:10
3	MS. HAYWARD: Objection, form.	16:00:14
4	A No.	16:00:19
5	Q And did -- outside of the acquisition of	16:00:19
6	the equity, did Abe Goldberger have any role at	16:00:32
7	Perigrove 1018?	16:00:37
8	A No.	16:00:39
9	Q Outside of the acquisition of equity, did	16:00:40
10	David Gefner have any role at Perigrove?	16:00:45
11	A No.	16:00:47
12	Q Okay.	16:00:48
13	MR. HEMENWAY: Okay. I think that's good	16:00:56
14	enough. This concludes the deposition of	16:00:58
15	Perigrove 1018, LLC.	16:01:01
16	THE VIDEOGRAPHER: The time is 4:00	16:01:05
17	o'clock p.m. We're going off the record.	16:01:07
18	THE REPORTER: Can I get transcript	16:01:13
19	orders, please?	16:01:15
20	MS. HAYWARD: We'll read and sign.	16:01:15
21	THE REPORTER: Mr. Kaufman, did you want a	16:01:15
22	copy of the transcript?	16:01:15
23	MR. KAUFMAN: Copy, yes. I don't need	16:01:27
24	to -- we don't need to read and sign.	16:01:28
25	THE REPORTER: So since this was three	16:01:28

1 different depositions, do you want copies of all 16:01:39
2 three from today? 16:01:39

3 MR. KAUFMAN: I think between the 16:01:42
4 committee and the debtor we only need one set. So 16:01:43
5 you're sending it to Committee, we'll just share 16:01:47
6 with them. 16:01:49

7 THE WITNESS: But Aaron, she's asking if 16:01:51
8 you want all three depositions. The answer is 16:01:51
9 yes. 16:01:54

10 MR. KAUFMAN: Yes. We want all three, but 16:01:55
11 I assume the Committee is getting a set too. I 16:01:56
12 just don't -- I don't think we need to duplicate 16:01:59
13 the expense. It's all coming out of one source. 16:02:03

14 THE REPORTER: But Ms. Hayward, you would 16:02:03
15 like to read and sign for all three? 16:02:16

16 MS. HAYWARD: Yes. You can send me all 16:02:16
17 three, and also Geneva's counsel. 16:02:18

18 (Whereupon the proceedings were concluded at

19 4:00 p.m.)

20

21

22

23

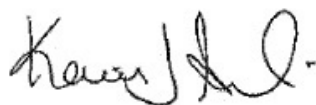
24

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CERTIFICATE OF SHORTHAND REPORTER-NOTARY PUBLIC

I, Karisa Ekenseair, the officer before whom the foregoing deposition was taken, do hereby certify that the foregoing transcript is a true and correct record of the testimony given; that said testimony was taken by me stenographically and thereafter reduced to typewriting under my direction; that reading and signing was not requested; and that I am neither counsel for, related to, nor employed by any of the parties to this case and have no interest, financial or otherwise, in its outcome.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 21st day of August, 2023.



Karisa Ekenseair, CCR, RMR LS #5753

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